

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

ALBERTO-CULVER USA, INC.,	)	
	)	
	)	Case No. 09-cv-5899
Plaintiff,	)	
	)	
v.	)	
	)	
THE PROCTER & GAMBLE COMPANY	)	
and NOXELL CORPORATION,	)	
	)	
Defendants.	)	
	)	

**AFFIDAVIT OF ADHAM GASSER**

1. My name is Adham Gasser. I am an Associate Director, Corporate Acquisitions and Divestitures, at The Procter & Gamble Company ("P&G"). I have knowledge of the matters set forth in this affidavit.

2. In late 2008, P&G sold the Noxzema brand to Plaintiff Alberto-Culver USA, Inc. P&G and Plaintiff executed a series of sales contracts, including the Asset Sale and Purchase Agreement ("ASP Agreement") and the Transitional Supply Agreement. I was the deal manager for this sale and participated in all aspects of the contract negotiations and the execution of these Agreements.

3. Prior to the closing of the sale, the parties held only two in-person meetings. The first meeting was a management presentation to Plaintiff held on or about April 10, 2008 at P&G's headquarters in Cincinnati, Ohio. The second meeting, held on or about September 22, 2008, was a site visit by Plaintiff to the facility in Cayey, Puerto Rico where Noxzema products were manufactured.

4. The contract negotiations took place entirely by phone and email. At least one, and sometimes several, individuals based in New York participated in each of the telephonic negotiation sessions. Peter A. Schwartz, a Partner in the New York office of P&G's outside counsel Covington & Burling LLP, and Donald Saelinger, an Associate in the New York office of Covington & Burling LLP, were primarily responsible for drafting and negotiating the ASP Agreement. One or both of the Covington attorneys was present on each of the calls pertaining to the ASP Agreement. Jeffrey B. Rose, a Managing Director in the New York office of Merrill Lynch, Plaintiff's investment bank on the Noxzema acquisition, was present on several of the calls.

Executed on November 9<sup>th</sup>, 2009



Adham Gasser

Sworn to before me and subscribed in my  
presence this 9th day of November, 2009.



**MARY B. ZINK**  
Notary Public, State of Ohio  
My Commission Expires  
January 2, 2010